

XINHUA WINSHARE PUBLISHING AND MEDIA CO., LTD

General Meeting Rules

(Approved and became effective at the inauguration meeting, being the first shareholders' general meeting of the Company on 13 May 2005, and amended for the fifth time at the annual general meeting of the Company in 2019 held on 21 May 2020)

CHAPTER I GENERAL PROVISIONS

Article 1 These general meeting rules (the "Rules") are formulated by Xinhua Winshare Publishing and Media Co., Ltd. (the "Company") in accordance with relevant laws, regulations and regulatory documents, including the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Rules for the General Meeting of Shareholders of Listed Companies and Articles of Association of Xinhua Winshare Publishing and Media Co., Ltd. (the "Articles of Association") and provisions of other relevant laws, regulations and regulatory documents, to regulate the acts of the Company and to ensure the legal performance of its functions and duties by shareholders' general meeting of the Company.

Article 2 These rules are applicable to shareholders' general meetings of the Company (the "Shareholders' General Meeting(s)" or "General Meeting(s)"), and binding upon the Company, all shareholders (the "Shareholders"), proxies of the Shareholders, the Company's directors (the "Directors"), supervisors (the "Supervisors") and senior management (the "Senior Management") and other relevant personnel who attend or are present at the Shareholders' General Meetings.

Article 3 All the Shareholders legally and validly holding shares of the Company are entitled to attend the Shareholders' General Meetings in person or by proxy and to legally enjoy various rights as a shareholder, such as the right to know, the right to speak, the right to inquire and the right to vote.

Article 4 Shareholders, proxies of Shareholders and other personnel attending the Shareholders' General Meetings shall strictly observe relevant laws, regulations, rules governing the listing of securities of the stock exchange where the Company's shares are listed (the "Listing Rules"), the Articles of Association and these rules, and keep order consciously of the meeting, and shall not infringe upon the legitimate rights and interests of other Shareholders.

Article 5 The Shareholders' General Meetings shall exercise the authorities stipulated by the Company Law, the Listing Rules and the Articles of Association, and shall not interfere with the Shareholders' disposal of their own rights.

Article 6 The Company's board of Directors (the "Board") shall strictly observe the provisions of the Company Law and other relevant laws, regulations, the Listing Rules and the Articles of Association on convening a general meeting, and earnestly organize the meetings as scheduled. All the Directors of the Company owe fiduciary duties in relation to the successful convening of the Shareholders' General Meetings, and shall not prevent the Shareholders' General Meetings from legally exercising their authorities.

Article 7 The Company shall, on the premise of ensuring that the Shareholders' General Meetings are valid and comply with relevant laws, regulations, the Listing Rules and the Articles of Association, through various means and channels including taking full advantage of up-to-date information technology, improve the participation ratio of Shareholders at the Shareholders' General Meetings.

Article 8 When the Company calls a Shareholders' General Meeting, it shall retain attorneys on PRC laws to issue a legal opinion on the following matters and announce the same:

- I. whether the procedures for convening and holding the meeting are consistent with relevant laws, administrative regulations, these rules and the Articles of Association;
- II. whether the qualifications of the persons attending meeting and of the convener are lawful and valid;
- III. whether the voting procedure at and the voting results of the meeting are lawful and valid; and
- IV. other relevant issues as requested by the listed company.

CHAPTER II FUNCTIONS AND POWERS OF THE SHAREHOLDERS' GENERAL MEETINGS

Article 9 The Shareholders' General Meeting is the organ of authority of the Company and shall legally exercise the following functions and powers:

- I. to decide on the development planning, operating policies and investment plans of the Company;
- II. to elect and replace Directors who are not employee representatives and to fix the remuneration of the relevant Directors;
- III. to elect and replace Supervisors who are not employee representatives and to fix the remuneration of the relevant Supervisors;
- IV. to consider and approve the reports of the Board;
- V. to consider and approve the reports of the supervisory committee of the Company (the "Supervisory Committee");
- VI. to consider and approve the proposed annual financial budgets and final accounts of the Company;
- VII. to consider and approve the profit distribution plans and loss recovery plans of the Company;
- VIII. to consider related party transactions and other transactions that require the deliberation of the Shareholders' General Meeting pursuant to relevant laws, regulations, the Listing Rules, the Articles of Association and/or these rules;

- IX. to adopt resolutions on any increase or reduction of registered capital of the Company;
- X. to adopt resolutions on matters such as merger, division, dissolution, liquidation or conversion of corporate form of the Company;
- XI. to adopt the resolutions on issue, listing or voluntary de-listing of the bonds or other securities issued by the Company;
- XII. to adopt resolutions on the appointments, dismissals or non-re-appointments of accounting firms of the Company;
- XIII. to amend the Articles of Association;
- XIV. to consider and approve the alteration to the intended use of the funds raised in the issuing of A shares;
- XV. to consider the share incentive scheme of the Company;
- XVI. to consider matters relating to the purchases and disposals of the Company' s material assets which account for 30% or more of the Company' s latest audited total assets within one (1) year;
- XVII. to adopt resolutions on external guarantees requiring the approval of the Shareholders' General Meeting pursuant to relevant laws, regulations, the Listing Rules and the Articles of Association;
- XVIII. to consider ad hoc proposals submitted by Shareholders individually or jointly holding 3% or more of the shares carrying voting rights of the Company; and
- XIX. other matters required by relevant laws, administrative regulations and the Articles of Association to be resolved at the Shareholders' General Meeting.

Matters that shall be determined at the Shareholders' General Meeting in accordance with relevant laws, regulations, the Listing Rules and the Articles of Association must be reviewed at relevant Shareholders' General Meeting(s) for the purpose of safeguarding the right of Shareholders to decide on such matters. Where necessary, reasonable and conforming to all laws, regulations, the Listing Rules and the Articles of Association, the Shareholders' General Meeting may authorize the Board to determine, within the scope of authorization as to be granted by such Shareholders' General Meeting, specific issues relating to matters that shall be resolved but can not be decided upon immediately at such meeting. If any Shareholder(s) has, in accordance with relevant laws, regulations, the Listing Rules and the Articles of Association, a related party relationship with the matters to be voted upon, such Shareholder(s) shall abstain from voting on these matters and not appoint any proxies to vote on these matters on his/her behalf.

Where the authorization granted by the Shareholders' General Meeting to the Board is related to a matter subject to an ordinary resolution, it shall be passed by votes representing more than half of the voting rights of the Shareholders (including proxies) present at the Shareholders' General Meeting; where it is related to a matter subject to a special resolution, it shall be passed by votes representing more than two-thirds of the voting rights of the Shareholders (including proxies) present at the Shareholders' General Meeting. The substance of the authorization shall be clear and specific.

Article 10 Under relevant laws, regulations, the Listing Rules and the Articles of Association, the following external guarantees of the Company are subject to deliberation and approval of the Shareholders' General Meeting:

- (1) any guarantees provided after the total amount of external guarantees of the Company and the subsidiaries controlled by it has reached or exceeded 50% of the latest audited net assets of the Company;
- (2) any guarantees provided after the total amount of external guarantees of the Company and the subsidiaries controlled by it has reached or exceeded 30% of the latest audited total assets of the Company;
- (3) a guarantee provided for other parties with an asset to liability ratio in excess of 70%;
- (4) any guarantee, the amount of which when aggregated on a cumulative basis for twelve consecutive months, is in excess of 30% of the latest audited total assets of the Company;
- (5) any guarantee, the amount of which when aggregated on a cumulative basis for twelve consecutive months, is in excess of 50% of the latest audited net assets of the Company, and the absolute amount of which is over RMB50 million;
- (6) a single guarantee with amount in excess of 10% of the latest audited net assets of the Company;
- (7) a guarantee to be provided in favour of the Shareholders, de facto controllers and their related parties; and
- (8) any external guarantees requiring the approval of the Shareholders' General Meeting pursuant to relevant laws, regulations, the Listing Rules and the Articles of Association.

Article 11 The following transactions of the Company (the Related Party Transaction System of Xinhua Winshare Publishing and Media Co., Ltd. applies to any related party transactions) are to be considered at the Shareholders' General Meetings:

- (1) external investment projects with the gross amount of a single capital employment in excess of 25% of the latest audited net asset value of the Company;
- (2) a single borrowing, with the amount in excess of 10% of the latest audited net asset value of the Company; and

- (3) other transactions to be determined by the Shareholders' General Meetings in accordance with relevant laws, rules, regulations, regulatory documents and the Listing Rules of the stock exchanges on which the Company's shares are listed.

CHAPTER III SYSTEM OF SHAREHOLDERS' GENERAL MEETING

Article 12 The Shareholders' General Meetings are divided into annual General Meetings and extraordinary General Meetings. Subject to relevant laws, regulations, the Listing Rules and the Articles of Association, annual General Meetings shall be convened once a year, within six months following the end of the previous fiscal year. There is no stipulation on the number of extraordinary General Meetings to be convened each year.

Article 13 An extraordinary General Meeting is to be convened, within two (2) months after the occurrence of any of the following events:

- I. the number of Directors is less than the minimum number specified in the Company Law, or less than two-thirds of the number specified in the Articles of Association;
- II. the uncovered losses reach one-third of the Company's total paid-up share capital;
- III. Shareholders that hold, individually or collectively, more than 10% of the shares in the Company request to hold such a meeting in writing;
- IV. the Board considers it necessary;
- V. the Supervisory Committee proposes to hold such a meeting; or
- VI. other circumstances under relevant laws, regulations, the Listing Rules and/or the Articles of Association.

The number of shares in clause III hereinabove shall be calculated as at the date of the written request of the relevant Shareholder.

Article 14 Where the Shareholders' General Meeting cannot be convened within the period specified hereinabove, the Company shall report to China Securities Regulatory Commission's local agency at the domicile of the Company and the stock exchange where the Company's shares are listed, and announce the explanations on the reasons (if necessary).

Article 15 The Shareholders' General Meetings are to be held at the domicile of the Company or other places specified in the notices of relevant meetings.

The Company shall arrange for the venue for an on-site meeting to be held. In compliance with relevant laws, regulations, the Listing Rules and the Articles of Association, the Company could also provide Internet or other means for the convenient attendance of the Shareholders, and clearly state the voting time, procedures and the means to identify the Shareholders in the notice of the Shareholders' General Meeting if the Internet or other means is adopted as voting method. Such Shareholders as

attend the meeting by the aforesaid means shall be deemed presence. Online voting is not applicable to the holders of H shares. Where a Shareholders' General Meeting is convened to consider the following matters, the Company shall make online voting available to the Shareholders:

- I. issuance by the Company of shares, convertible bonds and other securities as recognized by China Securities Regulatory Commission;
- II. a major asset restructuring of the Company;
- III. the Company temporarily using idle proceeds equivalent to more than 10% of the proceeds raised on that occasion to supplement working capital;
- IV. the Company employing surplus proceeds equivalent to RMB100 million or 10% or more of the net proceeds actually raised on this occasion at once or in aggregate within twelve (12) months;
- V. a major related party transaction of the Company, in which the price of the assets intended to be purchased from the related party is in excess of 100% of the carrying amount of that assets;
- VI. the share incentive scheme of the Company;
- VII. a Shareholder repaying his/her debt to the Company by means of shares of the Company held by him/her; or
- VIII. other matters for which online voting should be made available in accordance with relevant laws, regulations, regulatory documents, the Listing Rules, the Articles of Association and these rules.

CHAPTER IV CONVENING OF THE SHAREHOLDERS' GENERAL MEETING

Article 16 The Shareholders' General Meeting shall be legally convened by the Board, unless otherwise provided in these rules.

Article 17 Independent non-executive Directors have the right to propose the Board to convene extraordinary General Meetings. The Board shall, upon receiving such proposal from the independent non-executive Directors, reply in writing regarding the acceptance or refusal to convene an extraordinary General Meeting within ten (10) days in accordance with the requirements of relevant laws, regulations, the Listing Rules and the Articles of Association.

If the Board agrees to convene an extraordinary General Meeting, the notice convening the meeting shall be issued within five (5) days after the Board resolves to do so. If the Board does not agree to convene such an extraordinary General Meeting, reasons shall be explained and announced (if necessary).

Article 18 The Supervisory Committee has the right to propose the Board to convene extraordinary general meetings and such proposal shall be made by way of written request (s). The Board shall, upon receiving the proposal, reply in writing regarding the acceptance or refusal to convene an extraordinary General Meeting within ten (10) days in accordance with the requirements of relevant laws, regulations, the Listing Rules and the Articles of Association.

If the Board agrees to convene an extraordinary General Meeting, the notice convening the meeting shall be issued within five (5) days after the Board resolves to do so. Should there be any alterations to the original proposal in the notice, consent has to be obtained from the Supervisory Committee.

If the Board does not agree to convene such an extraordinary General Meeting or does not reply within ten (10) days upon receiving the proposal, the Board will be considered as unable to fulfill or failing to fulfill the obligation to convene General Meetings and the Supervisory Committee may convene and preside over the meeting on its own.

Article 19 Shareholders individually or jointly holding more than 10% of the voting shares in the Company (the “Proposing Shareholders”) shall have the right to request the Board to convene an extraordinary General Meeting. Such request shall be made in writing to the Board. The Board shall make a written response as to whether or not it agrees to convene such a meeting within ten (10) days upon receipt of the request in accordance with the requirements of relevant laws, regulations, the Listing Rules and the Articles of Association. The aforesaid number of shares shall be calculated as at the date of the written request of the relevant Shareholders.

If the Board agrees to convene an extraordinary General Meeting, a notice shall be issued within five (5) days after the the Board resolves to do so. Changes made to the original request shall be approved by the Proposing Shareholders.

If the Board refuses or does not give any response within ten (10) days upon receipt of the request, the Proposing Shareholders shall have the right to propose to the Supervisory Committee to convene such an extraordinary General Meeting. Such proposal shall be made in writing.

If the Supervisory Committee agrees to convene an extraordinary General Meeting, a notice shall be issued within five (5) days upon receipt of the proposal. Changes made to the original proposal shall be approved by the Proposing Shareholders.

If the Supervisory Committee fails to give the notice within the specified time limit, it shall be deemed to have failed to convene and preside over the meeting, in which case, Shareholders who either individually or jointly hold more than 10% shares of the Company for more than ninety consecutive days (the “Convening Shareholders”) shall have the right to convene and preside over the meeting by themselves. The procedures for convening such meeting shall be the same as those for the Board.

Article 20 Where the Supervisory Committee or the Proposing Shareholders decide to convene Shareholders’ General Meetings by itself/themselves, it/they shall notify the Board in writing and file with the relevant regulatory authority in accordance with the applicable guidelines.

The shareholding in the Company of the Convening Shareholders shall not be less than 10% prior to the announcement of resolutions of the relevant General Meetings.

The Supervisory Committee or the Convening Shareholders shall submit relevant supporting documents to the relevant regulatory authority in accordance with the applicable guidelines upon the issuance of notice for the General Meeting and the announcement of resolutions of such meeting.

Article 21 The Board and the Secretary to the Board shall cooperate when the Supervisory Committee or the Shareholders convene a General Meeting on its or their own. The Board shall provide the register of Shareholders as at the record date. If the Board fails to provide the register of Shareholders, the convener of the General Meeting (the “Convener”) may apply to the securities registration authority with the notice of the General Meeting for the same. The register of Shareholders obtained by the Convener may not be used for purposes other than convening the General Meeting.

Article 22 Where the Supervisory Committee or the Shareholders convene a General Meeting on its or their own, all the necessary costs incurred shall be borne by the Company.

Article 23 If members of the Board are less than the quorum required by the Company Law or less than two-thirds of the number required by the Articles of Association, or the uncovered losses of the Company reach one-third of its total paid-up share capital, and the Board fails to convene an extraordinary General Meeting within the given period, the Supervisory Committee or the Shareholders may convene an extraordinary General Meeting on its or their own in accordance with the procedures specified under this Chapter.

CHAPTER V NOTICE AND REGISTRATION OF SHAREHOLDERS’ GENERAL MEETING

Article 24 Subject to any applicable laws, regulations, the Listing Rules and the Articles of Association, when the Company convenes a Shareholders’ General Meeting, it shall issue a written notice and make announcement forty-five (45) days prior to the meeting informing all the registered Shareholders of the matters to be examined at the meeting as well as the date and place of the meeting. Shareholders that intend to attend the Shareholders’ General Meeting shall, within twenty (20) days prior to the meeting, deliver a written reply to the Company on meeting attendance.

The Company shall, based on the written replies received twenty (20) days before the date of the Shareholders’ General Meeting from the Shareholders, calculate the number of voting shares represented by Shareholders who intend to attend the meeting. If the number of shares carrying the right to vote on the matters put to vote represented by the Shareholders who intend to attend the meeting reaches not less than one half of the Company’s total voting shares, the Company may hold the meeting. If not, the Company shall within five (5) days notify the Shareholders again by public notice of the matters to be considered, the place and the date of the meeting. The Company may then hold the meeting after the publication of such notice.

Article 25 Subject to any applicable laws, regulations, the Listing Rules and the Articles of Association, a notice of a Shareholders' General Meeting shall include the following:

- I. shall be in writing or in other forms as permitted by the Listing Rules of the stock exchange on which the shares of the Company are listed;
- II. shall specify the venue, date and time of the meeting;
- III. shall contain the share registration date of Shareholders who are entitled to attend the meeting;
- IV. shall state the matters to be discussed at the meeting;
- V. shall provide such information and explanations as are necessary for the Shareholders to exercise an informed judgment on the proposals before them. Without limiting the generality of the foregoing, where a proposal is made to merge the Company with another, to repurchase shares, to restructure the share capital structure or to restructure the Company in any other way, the terms of the proposed transaction must be provided in detail together with copies of the proposed agreement, if any, and the cause and effect of such proposal must be properly explained;
- VI. shall contain a disclosure of the nature and extent, if any, of the material interests of any Director, Supervisor, general manager or other member of the Senior Management in the transaction proposed and the effect of the proposed transaction on them in their capacity as Shareholders in so far as it is different from the effect on the interests of the Shareholders of the same class;
- VII. shall contain the full text of any special resolution proposed to be passed at the meeting;
- VIII. shall contain conspicuously a statement that all the Shareholders are entitled to attend the meeting, a Shareholder entitled to attend and vote is entitled to appoint in writing one or more proxies to attend and vote for and on his/her behalf and that a proxy need not be a Shareholder;
- IX. shall specify the time and address for lodging the proxy forms for the relevant meeting;
- X. shall state the name and telephone number of the regular contact person of the meeting; and
- XI. matters which shall be disclosed in the notice of the Shareholders' General Meeting pursuant to any applicable laws, regulations, the Listing Rules and the Articles of Association.

Subject to any applicable laws, regulations, the Listing Rules and the Articles of Association, the interval between the share registration date and the date of the meeting shall not exceed seven working days. Once the share registration date is confirmed, it shall not be altered, unless otherwise in compliance with relevant laws and regulations, the Listing Rules and the Articles of Association.

Where a Shareholders' General Meeting is held over network or other means, the notice of the meeting shall specify the voting time and voting procedure over network or other means.

Article 26 Subject to any applicable laws, regulations, the Listing Rules and the Articles of Association, notice of a Shareholders' General Meeting shall be served on each Shareholder, whether or not entitled to vote thereat, by personal delivery or prepaid mail to the Shareholder at his/her address, as shown in the register of members.

The Company may send or supply corporate communications to Shareholders of overseas listed foreign shares, including notices of Shareholders' General Meetings, of the Company by making such corporate communications available on the Company's own website, subject to the following conditions:

- I. the Shareholder of overseas listed foreign shares has been asked individually by the Company to agree that the Company may send or supply corporate communications generally, or the corporate communication in question, to him/her by means of the Company's own website twenty-eight (28) days earlier; such request of the Company has stated clearly what the effect of a failure to respond would be; such request of the Company was not sent less than twelve (12) months after a previous request made to the Shareholder for the purposes of asking him/her to agree that the Company may send or supply the same class of corporate communications to him/her by means of the Company's own website; and
- II. the Company has not received a response indicating the objection from Shareholders of overseas listed foreign shares within the period of twenty-eight (28) days beginning with the date on which the Company's request was sent.

The Company must notify the Shareholders of overseas listed foreign shares of the presence of the corporate communication(s) on the website, the address of the website, the place on the website where it may be accessed, and how to access the corporate communication(s).

The corporate communication(s) is/are taken to be sent:

- I. on the date on which the notification required above is sent; or
- II. if later, the date on which the corporate communication first appears on the website after that notification is sent.

For holders of A shares, notices of the Shareholders' General Meetings may be given by public announcement.

The public announcement mentioned above shall be published in one or more newspapers designated by the securities regulatory authority of the State Council within the interval between forty-five (45) days and fifty (50) days before the date of the meeting; after the publication of the public announcement, the holders of A shares shall be deemed to have received the notice of the relevant Shareholders' General Meeting.

Article 27 The accidental omission to give notice of a Shareholders' General Meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.

Article 28 When matters concerning the election of Directors or Supervisors will be discussed at the meeting, the notice of the Shareholders' General Meeting shall disclose detailed information about the Director candidates or Supervisor candidates and shall at least include the followings:

- I. personal information including educational background, working experience, and any part-time professions, etc;
- II. any related party relationship between them and the Company, its controlling Shareholder(s) or de facto controller;
- III. disclosure of their shareholdings in the Company;
- IV. whether or not they have been subject to any punishment by CSRC or other related authorities or stock exchanges; and
- V. other matters which shall be disclosed pursuant to any applicable laws, regulations, the Listing Rules and the Articles of Association.

Article 29 After giving the notice of the Shareholders' General Meeting, the meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without proper reasons. In the event that the Shareholders' General Meeting is to be postponed or cancelled, the Convener shall make announcement at least two (2) working days prior to the original date of the Shareholders' General Meeting and explain the reasons, or where there are stricter provisions in any applicable laws, regulations, the Listing Rules and the Articles of Association, the provisions of such laws, regulations, the Listing Rules and the Articles of Association shall prevail.

Article 30 All Shareholders in the Shareholders' register on the share registration date or proxies thereof shall be entitled to attend the Shareholders' General Meetings, and exercise voting rights pursuant to relevant laws, regulations, the Listing Rules and the Articles of Association. Any Shareholder entitled to attend and vote at the Shareholders' General Meeting shall have the right to appoint one (1) or several persons (who may not be Shareholders) to act as his/her proxy to attend, speak and vote at the meeting on his/her behalf. The proxy so appointed by the Shareholder may, pursuant to the instructions of the Shareholder, exercise the following rights:

- I. the right of the Shareholder to speak at the meeting;
- II. the right of the Shareholder to demand or join in demanding a poll;
- III. unless otherwise required by the Listing Rules, the Articles of Association and other relevant legal regulations, the right to vote by hand or on a poll, but a proxy of a Shareholder who has appointed more than one proxy may only vote on a poll; and
- IV. other rights conferred by any applicable laws, regulations, the Listing Rules and the Articles of Association.

If the said Shareholder is a recognized clearing house as defined under the laws of Hong Kong (hereinafter referred to as the “Recognized Clearing House”, or its nominees), the Shareholder may authorize one (1) or more suitable person to act as his/her representative at any Shareholders’ General Meeting or at any class meeting; however, if more than one (1) person are authorized, the power of attorney shall clearly indicate the number and types of the stocks involved by way of the said authorization. The persons after such authorization may represent the Recognized Clearing House (or its nominees) to exercise the rights, as if they were the individual Shareholders of the Company.

Article 31 The Board of the Company, independent non-executive Directors and qualified Shareholders who have met certain requirements are entitled to request and solicit from Shareholders of the Company their voting rights at the Shareholders’ General Meeting. The request and solicitation of the voting rights shall be conducted on a nil consideration basis. Consideration or de facto consideration for soliciting shareholders’ voting rights is prohibited. The full disclosure of information should be made to the person being summoned. The Company shall not impose any minimum shareholding limitation for soliciting voting rights.

Article 32 Individual Shareholder attending the meeting in person shall present his/her identity card or valid document that can prove his/her identity and share certificate. The Company has the right to request proxies (representing individual Shareholders) who attend the meeting to present their identity cards, written proxy or authorization letter signed by the appointer or the legal representative of the appointer and their share certificates.

If corporate Shareholders (other than Recognize Clearing House or their proxies) appoint its legal representative attending the meeting, the Company has the right to request such legal representative to present their personal identity cards or valid documents that can prove its identity as the legal representative. A proxy attending the meeting shall present his/her identity card and written proxy or authorization letter issued by the legal representative of the corporate Shareholder and share certificate.

Article 33 The instrument appointing a proxy must be in writing under the hand of the Shareholder or his/her attorney duly authorized in writing; for a corporate Shareholder, the proxy must be affixed with the common seal or signed by its Director or attorney or officer duly authorized in writing. Such letter of attorney shall state the number of shares represented by the proxy. If several proxies are appointed, such letter of attorney shall clearly indicate the number of shares represented by each proxy.

The proxy form to appoint a proxy to attend any Shareholders’ General Meeting by a Shareholder shall contain the following:

- I. the name of the proxy;
- II. whether or not the proxy has any voting right;
- III. direction to vote for or against or abstain from voting on each and every issue included in the agenda of the Shareholders’ General Meeting;
- IV. the date of issue and validity period of the proxy form; and

V. signature (or seal) of the appointer. If the appointer is a corporate Shareholder, the corporate seal shall be affixed.

The proxy form shall contain a statement that in the absence of instructions by the Shareholder, his/her proxy may vote as he/she thinks fit.

Article 34 Proxy forms shall be lodged at the domicile of the Company or other places specified in the notice of meeting twenty-four (24) hours before the relevant meeting for voting according to the proxy form, or twenty-four (24) hours before the designated time of voting. Where the proxy form is signed by a person under a power of attorney on behalf of the appointer, the power of attorney or other authorization documents authorized to be signed shall be notarized. A notarially certified copy of that power of attorney or other authorization documents, together with the proxy form, shall be deposited at the domicile of the Company or other places specified in the notice of meeting.

Where the appointer is a legal person, its legal representative or other persons authorized by the resolutions of the Board or other decision-making organ to act as its representatives may attend the Shareholders' General Meeting of the Company as a representative of the appointer.

Article 35 Where the appointer is deceased, is incapacitated to act, has withdrawn the appointment or the power of attorney, or where the relevant shares have been transferred prior to the voting, a vote given in accordance with the letter of authorization shall remain valid provided that no written notice of such event has been received by the Company prior to the commencement of the relevant meeting.

Article 36 The attendance book for attendees' signing shall be prepared by the Company. The book shall state, among others, particulars such as the names (or names of the entities), identification number, residential address of attendees, the number of voting shares held or represented and the name of the appointer (or names of the entities) etc.

Article 37 The Convener and the lawyer engaged by the Company shall jointly examine the legality of the Shareholder's qualification according to the Shareholder register provided by the securities registration and clearing authority, and register the names of the Shareholders as well as the amount of their voting shares. The registration of Shareholders' General Meeting shall be terminated before the presider of the meeting announces the number of Shareholders and proxies that attend the meeting and the total amount of their voting shares.

CHAPTER VI PROPOSALS OF SHAREHOLDERS' GENERAL MEETING

Article 38 Proposals put forward in the Shareholders' General Meeting are specific resolutions concerning the businesses to be discussed in the Shareholders' General Meeting. The Shareholders' General Meeting shall resolve on such specific resolutions.

Article 39 Proposals for Shareholders' General Meeting shall satisfy the following conditions:

- I. The content shall not be in conflict with laws, regulations, the Listing Rules and the Articles of Association, and shall fall within the terms of reference of a Shareholders' General Meeting;
- II. The proposal shall have a clear subject for discussion and specific issues for resolution; and
- III. The proposal shall be submitted or delivered to the Convener in written form.

Article 40 When the Company convenes a Shareholders' General Meeting, the Board, the Supervisory Committee, and Shareholders individually or jointly holding not less than 3% of the Company's shares shall have the right to submit proposals to the Company.

Shareholders individually or jointly holding not less than 3% of the Company's shares may submit an ex tempore proposal in writing to the Convener ten (10) days prior to date of the meeting. The Convener shall dispatch a supplementary notice of the Shareholders' General Meeting and announce the contents of such ex tempore proposal within two (2) days upon receipt of the proposal.

Unless otherwise stated above, the Convener shall not change the proposals listed in the notice of Shareholders' General Meeting or add any new proposals after the notice of Shareholders' General Meeting is circulated.

A Shareholders' General Meeting shall not vote and resolve on any proposals which are not listed in the Shareholders' General Meeting notice or in compliance with Article 38 of these rules.

Article 41 The nomination list of Directors and Supervisors candidates shall be submitted by a written proposal to the Shareholders' meeting for approval.

Article 42 Means and procedures of nomination of Director and Supervisor are as follows:

- I. During the election of the Board and the Supervisory Committee, the proposed list of candidates of Supervisors who are not employee representatives and candidates of Directors may be put forward by the previous Supervisory Committee and Board, respectively, provided that the number of nominees must comply with the provisions of the Articles of Association and shall not be more than the number of proposed candidates.
- II. The existing Board and Supervisory Committee shall propose the recommended candidate list according to the numbers of Directors and Supervisors subject to provisional addition and re-election.

- III. Shareholder(s) severally or jointly holding more than 3% of the Company' s shares may also propose a nomination list of the candidates for Directors and Supervisors, while Shareholder(s) severally or jointly holding more than 1% of the Company' s shares may propose a nomination list of the candidates for non-executive Directors. Where the aforementioned nominator(s) put forward the nomination list as a provisional proposal to the Shareholders' General Meeting for review, the same shall be submitted together with the biography and general information of the nominated candidates to the Board ten (10) days before the meeting, and shall be examined and approved by the Board and the Supervisory Committee pursuant to item (4) of this Article.
- IV. The qualifications and conditions of Directors are reviewed by the Board. The qualifications and conditions of Supervisors are reviewed by the Supervisory Committee. After the list of candidates for Directors and Supervisors is determined according to the examination by the Board and the Supervisory Committee and the adoption of a resolution, it shall be proposed at a Shareholders' General Meeting by way of a written proposal. The Board and the Supervisory Committee shall provide the Shareholders with the biography and general information of such Director and Supervisor candidates.
- V. Director and Supervisor candidates shall give written undertaking before the convening of Shareholders' General Meeting to give consent to their nomination, undertaking that the information of Director and Supervisor candidates disclosed is true and complete, and ensuring that the obligations of Director and Supervisor are duly performed after being elected.
- VI. With respect to the election of Directors and Supervisors at the Shareholders' General Meeting, resolutions shall be made separately.
- VII. Where the proposal of re-electing the Directors and Supervisors has been approved, the newly appointed Directors and Supervisors shall hold the post immediately after the Shareholders' General Meeting.

Article 43 The proposal of the appointment of an accountants' firm shall be raised by the Board and approved by the Shareholders' General Meeting. When the Board proposes to dismiss or not renew the appointment of an accountants' firm, it shall give a 30 days advance notice to the accountants' firm, and clarify the reason to the Shareholders' General Meeting. The accountants' firm shall have the right to present its views to the Shareholders' General Meetings.

CHAPTER VII CONVENING OF SHAREHOLDERS' GENERAL MEETINGS

Article 44 The Company shall adopt the principle of simplicity to convene a Shareholders' General Meeting and shall not pay additional economic benefits to the attending Shareholders (or their proxies).

Article 45 When the Company convenes the Shareholders' General Meeting, all Directors, Supervisors and the secretary to the Board are to attend the meeting, and the general manager and other Senior Management are to observe the meeting.

Article 46 A Shareholders' General Meeting shall be presided over by the chairman of the Board who shall act as the chairman of the meeting. If the chairman of the Board cannot or fails to fulfill the duty thereof, the vice chairman of the Board shall preside (where the Company has two (2) or more vice chairmen of the Board, one (1) vice chairman shall be elected to preside over the meeting with the approval of not less than half of the Directors); if the vice chairman cannot or fails to fulfill the duty thereof, one (1) Director shall be jointly elected to preside over the meeting with the approval of not less than half of the Directors; if it fails to elect a Director from not less than half of the Directors to preside over the meeting, one (1) shareholder shall be jointly elected to preside over the meeting from Shareholders attending the meeting. If, for any reason, the attending Shareholders fail to elect one to be the chairman, the attending Shareholder (or his/her proxy) who holds the most voting shares shall be the chairman of the meeting.

A Shareholders' General Meeting convened by the Supervisory Committee is to be presided over by the chairman of the Supervisory Committee. Where the chairman of the Supervisory Committee is unable or fails to perform the duty, the meeting is to be presided over by the vice chairman of the Supervisory Committee; where the vice chairman of the Supervisory Committee is unable or fails to perform the duty, the meeting is to be presided over by a Supervisor jointly elected by a simple majority of the Supervisors.

A Shareholders' General Meeting convened by Shareholders is to be presided over by one representative appointed by Conveners.

In the event that the Shareholders' General Meeting cannot proceed due to violation of these rules of procedures by the chairman of the meeting, the meeting may appoint one person as the chairman of the meeting upon consent of a simple majority of the voting Shareholders present at the meeting.

Article 47 The Board and the secretary to the Board shall provide assistance as necessary for the extraordinary general meeting convened by the Supervisory Committee or Proposing Shareholders on their own in accordance with these rules. Costs of the meeting shall be borne by the Company.

Article 48 The Board and the Supervisory Committee of the Company will take action necessary to ensure the solemnity and regular order of Shareholders' General Meetings. Except for the attending Shareholders (or their proxies), Directors, Supervisors, secretary to the Board, Senior Management, the lawyers retained and the persons invited by the Board, the Company reserves the right to refuse entry of other people into the venue of the meeting(s) in accordance with the laws. Any act of disturbing the order of Shareholders' General Meetings, picking a quarrel and infringing other Shareholders' interest shall be prevented by the Company by taking necessary measures and reporting to the competent authority for investigating on time.

Article 49 At an annual general meeting, the Board, Supervisory Committee and each independent non-executive Director shall report their work in the past year, respectively.

Article 50 When a Certified public accountant issues an audited report with explanatory statement, qualified opinion or cannot give opinion or negative opinion to the Company' s financial report, the Board of the Company has to explain the matters for causing the accountant issue such report and the influence on the operation to the Shareholders. If such matter directly influences the profit of that term, the Board of the Company shall based on the de minimis principle determine the profit appropriation proposal or the budget for conversion of capital common reserve to capital.

Article 51 A Shareholders' General Meeting shall begin at the scheduled time. After announcing that the meeting has begun, the chairman of the meeting shall first report the number of shareholders and proxies attending the meeting in person and the total number of their voting shares. The registration of the number of shareholders and proxies attending the meeting in person and the total number of their voting shares in the meeting shall prevail.

Article 52 The chairman of the meeting starts to read out the proposals or designate others to read them out after making report, and shall make explanations on the proposals according to the following requirements as necessary:

- I. where the Board raises the proposals, the chairman of the Board or anyone else designated by him/her shall make an explanatory statement on the proposals; and
- II. where others raise the proposals, the person raising the proposals or his/her legal representative or proxies of the Shareholders shall make an explanatory statement on the proposals.

Article 53 Shareholders attending Shareholders' General Meetings have the right to request for expressing their opinions, either in writing or orally.

Article 54 Shareholders or proxies requesting for expressing their opinions shall register with the secretary to the Board or the chairman of the meeting before voting. The sequence for the expression of opinions shall be in the order of aforesaid registration. With respect to each proposal, the number of persons registering for expressing their opinions is generally not more than 10 and each Shareholder shall not express his/her opinion more than twice.

Article 55 The Board shall consider with due care and make arrangement for the matters to be considered at Shareholders' General Meetings, and sufficient time for discussion will be given to each matter proposed.

Article 56 Pursuant to laws, regulations, the Listing Rules and the Articles of Association, in respect of the matters on which independent non-executive Directors shall express opinions, independent non-executive Directors shall express their opinions on such matters.

Article 57 The Directors, Supervisors and Senior Management shall provide an explanation and description in response to inquiries raised by Shareholders, unless such queries are connected with the Company' s trade secrets that shall not be released in the Shareholders' General Meeting.

CHAPTER VIII VOTING AND RESOLUTIONS OF SHAREHOLDERS' GENERAL MEETINGS

Article 58 There shall be two types of resolutions of Shareholders' General Meetings, namely ordinary resolutions and special resolutions.

To adopt an ordinary resolution, votes representing more than one-half of the voting rights represented by the Shareholders (including proxies) present at the meeting must be exercised in favour of the resolution in order for it to be passed.

To adopt a special resolution, votes representing more than two-thirds of the voting rights represented by the Shareholders (including proxies) present at the meeting must be exercised in favour of the resolution in order for it to be passed.

Article 59 A shareholder (including his/her proxy) when voting at a shareholders' general meeting may exercise voting rights in accordance with the number of shares carrying the right to vote and each share shall have one (1) vote. When the shareholders' general meeting considers significant matters that could affect the interests of medium and small investors, the votes by medium and small investors shall be counted separately, and the results of such separate vote counting shall be disclosed promptly. The shares held by the Company have no voting rights, and that part of the shareholding is not counted as the total number of shares with voting rights held by shareholders attending the meeting.

The soliciting of voting rights can be carried out by the Board, independent non-executive Directors, and shareholders who satisfy relevant requirements. Information including the specific voting preference shall be fully provided to the shareholders from whom voting rights are being solicited. Consideration or de facto consideration for soliciting shareholders' voting rights is prohibited. The Company shall not impose any minimum shareholding limitation for soliciting voting rights. The public solicitation of the voting rights of shareholders of the Company shall be in compliance with the requirements of the relevant regulatory authority and the stock exchange(s) on which the shares of the Company are listed.

Article 60 Subject to any applicable laws, regulations, the Listing Rules and the Articles of Association, the following resolutions shall be adopted as ordinary resolutions at a general meeting:

- I. working reports of the Board and the Supervisory Committee;
- II. profit distribution proposals and plans for making up losses formulated by the Board;
- III. the appointment and removal of members of the Board and the Supervisory Committee and their remuneration and payment methods;
- IV. annual financial budgets and final accounts;

V. annual reports of the Company; and

VI. other matters unless otherwise required to be adopted as special resolutions in accordance with the laws, regulations, the Listing Rules or the Articles of Association.

Article 61 Subject to any applicable laws, regulations, the Listing Rules and the Articles of Association, the following resolutions shall be adopted as special resolutions at a general meeting:

I. increase in or reduction of registered capital and issuance of shares of any class, warrants and other similar securities of the Company;

II. issue, listing or voluntary de-listing of the bonds and other securities of the Company;

III. division, merger, dissolution and liquidation or change in corporate form of the Company;

IV. amendments to the Articles of Association;

V. purchase or disposal of material assets or any guarantee made within a year, the amount of which exceeds 30% of the latest audited total assets of the Company;

VI. share incentive scheme; and

VII. other matters, provided by laws, regulations, the Listing Rules or the Articles of Association or considered by the Shareholders' General Meeting, by way of an ordinary resolution, to have a substantial impact on the Company and to require approval by a special resolution.

Article 62 Unless in accordance with relevant laws, regulations, the Listing Rules and the Articles of Association, a Shareholders' General Meeting cannot resolve on matters that are not included in the notice of the meeting. When considering the motions specified in the notice of the meeting at the Shareholders' General Meeting, no alteration to the motions will be allowed; otherwise, any changes should be deemed to be a new motion which cannot be resolved at this Shareholders' General Meeting.

Article 63 Except for special circumstances such as a crisis, the Company is forbidden from entering into any contract with any person other than Directors, general manager and other Senior Management to hand over all the management responsibilities or that of important businesses, unless it is approved through special resolution by the Shareholders' General Meeting.

Article 64 When related party transactions are voted at the general meeting, the Shareholders who are related parties shall not participate in voting. The voting shares represented by them shall not be counted in the total number of shares validly voted.

A Shareholder who is a related party shall voluntarily abstain from voting in the Shareholders' General Meeting, and the chairman of the meeting shall request the Shareholder who is a related party to abstain from voting. Any Shareholder who does not need to abstain from voting is entitled to request Shareholders who are related parties to abstain from voting.

Before voting on the proposal of related party transactions in the Shareholders' General Meeting, the Board shall give a full explanation to Shareholder representatives attending the meeting on independent non-executive directors' opinions on issues listed in the proposal.

Article 65 The Shareholders' General Meeting takes the votes by poll.

When the general meeting votes for election of Directors or Supervisors, the cumulative voting system may be adopted according to relevant laws, regulations, Listing Rules and the Articles of Association or the resolution of the general meeting. When a single shareholder and parties acting in concert with him hold equity interests of 30% or above, the cumulative voting system shall be adopted.

The cumulative voting system as referred to in the preceding paragraph means that when a general meeting elects Directors or Supervisors, each share carries the same number of voting right as the number of Directors or supervisors to be elected, and the voting rights owned by shareholders may be cumulatively used. The Board shall announce biography and basic information of candidates for Directors and Supervisors.

Article 66 Other than the cumulative voting system, all proposals listed in the agenda shall be voted one by one at the Shareholders' General Meeting. Unless the Shareholders' General Meeting is suspended or that a resolution cannot be made due to special reasons including force majeure, the Shareholders' General Meeting shall not put off the proposals or refuse to vote on the proposals. If there are different proposals in relation to the same matter, the proposals shall be voted in sequence of the time of submission of the proposals.

When considering and approving the matters regarding the issuance of preference shares, the following matters shall be considered and approved separately:

- (1) the type and number of preference shares;
- (2) method and places of the issuance and arrangement of placing to existing shareholders;
- (3) nominal value, offer price or pricing range and the basis of pricing;
- (4) ways for holders of preference shares participating in profit distribution, including dividend rate and its basis, conditions for distribution of dividends, payment method of dividend, any accumulation of dividend and the right to participate in the distribution of remaining profits;

- (5) terms of repurchase, including the conditions, periods and price of repurchase and the basis of determination and the body to exercise the rights (if any);
- (6) use of proceeds;
- (7) conditional share subscription contract entered into between the Company and subscribers;
- (8) effective period of the resolution;
- (9) proposed amendments to the Articles of Association regarding the relevant terms of profit distribution policy for holders of preference shares and ordinary shareholders;
- (10) authorization to the Board to deal with the matters relating to the issuance;
- (11) other matters.

Article 67 The time of voting via internet or otherwise for the Shareholders' General Meeting shall be no earlier than 3:00 p.m. on the day before the on-site meeting and no later than 9:30 a.m. on the day of the on-site meeting. The close of voting shall not be earlier than 3:00 p.m. on the day the on-site meeting ends.

Article 68 Shareholders attending the Shareholders' General Meeting shall give one of the following comments to the proposals put forward for voting: for, against or abstain, unless securities registration and settlement institutions, as the nominal holders of Shares that can be traded through Shanghai-Hong Kong Stock Connect, make declarations according to the intention of actual holders.

If the voting slip has not been completed or has been completed incorrectly or that the writing is illegible or that the voting slip has not been cast, it shall be treated that the voter has renounced his/her voting rights and the poll results of the relevant number of shares held by him/her shall be counted as "abstain".

Article 69 The same voting right shall only be exercised by attending meeting in person, via internet or any one of the other voting methods. The vote cast first shall prevail if repeated voting occurs in relation to the same voting right.

Article 70 Before a resolution is put to vote at a Shareholders' General Meeting, two representatives of the Shareholders shall be appointed to count the votes as well as to act as scrutineer. If any Shareholder has interest in the matter to be considered, such Shareholder and its proxy shall not participate in counting the votes nor act as scrutineer.

At the time of voting on a resolution at a Shareholders' General Meeting, legal advisers, representatives of Shareholders and Supervisors' representatives shall be jointly in charge of counting the votes as well as scrutinizing the voting process. The voting results on the resolutions decided at a Shareholders' General Meeting shall be declared at the meeting and recorded in the minutes of the meeting.

Shareholders or proxies thereof voting via internet or otherwise shall have the right to check their voting results via the corresponding voting system.

Article 71 A Shareholders' General Meeting shall not conclude earlier at the venue than via internet or otherwise, and the chairman of the meeting shall determine, according to the results of the poll, whether or not a resolution of the Shareholders' General Meeting shall be adopted and announce the results of the poll in the meeting. The results of the poll shall be recorded in the minutes. When the numbers of votes for and against a resolution are equal, whether the vote is taken by show of hands or by poll, the chairman of the meeting shall be entitled to one additional vote.

Before the formal announcement of the results of the poll, all relevant parties including the listed company, vote counter, scrutineer, major Shareholders, and internet service provider involved in the process, whether on the spot, via internet or otherwise, shall owe confidentiality obligation.

Article 72 In the event that the chairman of the meeting has any doubt as to the result of a resolution put forward to the vote, he/she may have the votes counted. In the event that the chairman of the meeting fails to have the votes counted, any Shareholder present in person or by proxy objects to the result announced by the chairman of the meeting may demand that the votes be counted immediately after declaration of the voting result, the chairman of the meeting shall have the votes counted immediately.

Article 73 The Board shall ensure that the Shareholders' General Meeting may be continuously held within a reasonable period of time, until the final resolution shall be determined. In the event that the Shareholders' General Meeting fails to convene as usual or determine any resolution as a result of force majeure events or other extraordinary reasons, The Board shall adopt necessary measures to resume the Shareholders' General Meeting as soon as practicable.

Article 74 The contents of each of resolutions adopted at the Shareholders' General Meeting shall comply with laws, regulations, the Listing Rules and the Articles of Association. Directors attending the meeting shall fulfill their responsibilities in good faith and ensure that the substance of the resolutions shall be true, accurate and complete. No representation which may easily result in misinterpretation thereof shall be used.

Article 75 The controlling shareholder(s) and actual controller(s) of the Company should not restrict or obstruct medium and small investors from exercising their legitimate voting rights, and should not prejudice the legitimate interests of the Company and minority investors.

Where the resolutions of a Shareholders' General Meeting are in violation of laws, regulations, the Listing Rules and/or the Articles of Association, or infringing upon the lawful interests of a Shareholder, the Shareholder is entitled to commence civil proceedings in the People's Court according to law.

Article 76 Resolutions of a Shareholders' General Meeting shall be announced in due time in accordance with the applicable laws, regulations, the Listing Rules and the Articles of Association. The announcement shall specify the number of Shareholders and proxies present, the total number of voting shares held by them and the percentage of such shares to the total number of the voting shares of the Company, means of voting, the voting result for each proposal and the details of each of the resolutions passed. The attendance and the results of the poll of the Shareholders of domestic shares and overseas listed foreign shares shall be respectively counted and announced.

Where a proposal has not been passed or the resolutions of the preceding Shareholders' General Meeting have been changed at the current Shareholders' General Meeting, special mention shall be made in the announcement of the resolutions of the Shareholders' General Meeting.

Article 77 Where a proposal on election of Directors or Supervisors is passed at the Shareholders' General Meeting, the term of office for the newly elected Directors or Supervisors shall come into effect from the date when such proposal is passed at the meeting.

Article 78 Where a proposal on cash dividends, bonus shares or increase of share capital by way of transfer from capital reserves, the Company shall implement the specific scheme within two (2) months after conclusion of the Shareholders' General Meeting.

CHAPTER IX MINUTES OF SHAREHOLDERS' GENERAL MEETING

Article 79 The minutes of a Shareholders' General Meeting shall be recorded by the secretary to the Board and include the followings:

- I. the time, venue, agenda of meeting and the name of the Convener;
- II. the names of the chairman of the meeting, Directors, Supervisors, general manager and other Senior Management attending or presenting the meeting;
- III. the number of Shareholders and proxies present at the meeting, the total number of voting shares held by them and the percentage of such shares to the total number of shares of the Company;
- IV. the course of consideration, key points of speech and the results of the poll for each proposal;
- V. enquiries or suggestions of Shareholders and the responses or explanations thereto;
- VI. the names of the lawyer, vote counter and scrutineer;
- VII. other information as deemed by the Shareholders' General Meeting or required by applicable laws, regulations, the Listing Rules and the Articles of Association to be recorded in the minutes of the meeting.

In the event that the votes are counted at the Shareholder' s general meeting, the continuing results shall be recorded in the minutes of the meeting.

Article 80 The Convener shall ensure the meeting minutes are true, accurate and complete. The chairman of the meeting, Directors, Supervisors, the secretary to the Board, the Convener or his/her representative, and the chairman of the meeting who attend the meeting shall sign the minutes of the meeting. The minutes of the meeting and the signed attendance book of the Shareholders who attend in person, the proxy forms and the valid information relating to voting online or otherwise shall be kept together for a term of at least ten (10) years.

CHAPTER X SUPPLEMENTARY PROVISIONS

Article 81 Unless otherwise stated, terms used in these rules shall have the same meanings as those defined in the Listing Rules and the Articles of Association.

Article 82 Where matters are not covered by these rules or where these rules are in conflict with the provisions of laws, regulations, rules, the Listing Rules and the Articles of Association, the laws, regulations, rules and the Articles of Association shall prevail.

Article 83 These rules shall come into effect upon the approval of the Shareholders' General Meeting, commencing from the public offering and listing on the Shanghai Stock Exchange of the Company' s A shares.

Article 84 These rules shall be interpreted by the Board. Any amendment thereto shall be considered and approved by way of special resolutions in the Shareholders' General Meeting of the Company.